



General Assembly

January Session, 2011

***Raised Bill No. 6565***

LCO No. 4323

\*04323\_\_\_\_\_JUD\*

Referred to Committee on Judiciary

Introduced by:  
(JUD)

***AN ACT CONCERNING BUSINESS ENTITY FILINGS.***

Be it enacted by the Senate and House of Representatives in General Assembly convened:

1 Section 1. Section 33-608 of the general statutes is repealed and the  
2 following is substituted in lieu thereof (*Effective January 1, 2012*):

3 (a) A document shall satisfy the requirements of this section, and of  
4 any other section that adds to or varies from these requirements, to be  
5 entitled to filing by the Secretary of the State.

6 (b) Sections 33-600 to 33-998, inclusive, as amended by this act, shall  
7 require or permit filing the document in the office of the Secretary of  
8 the State.

9 (c) The document shall contain the information required by sections  
10 33-600 to 33-998, inclusive, as amended by this act. It may contain  
11 other information as well.

12 (d) The document shall be typewritten or printed or, if electronically  
13 transmitted, in a format that can be retrieved or reproduced in  
14 typewritten or printed form.

15 (e) The document shall be in the English language. A corporate  
16 name need not be in English if written in English letters or Arabic or  
17 Roman numerals, and the certificate of existence required of foreign  
18 corporations need not be in English if accompanied by a reasonably  
19 authenticated English translation.

20 (f) The document shall be executed: (1) By the chairman of the board  
21 of directors of a domestic or foreign corporation, by its president or by  
22 another of its officers; (2) if directors have not been selected or the  
23 corporation has not been formed, by an incorporator; or (3) if the  
24 corporation is in the hands of a receiver, trustee or other court-  
25 appointed fiduciary, by that fiduciary.

26 (g) The person executing the document shall sign it and state  
27 beneath or opposite such person's signature such person's name and  
28 the capacity in which such person signs. The document may but need  
29 not contain a corporate seal, attestation, acknowledgment or  
30 verification.

31 (h) If the Secretary of the State has prescribed a mandatory form for  
32 the document under section 33-609, the document shall be in or on the  
33 prescribed form.

34 (i) The document shall be delivered to the office of the Secretary of  
35 the State for filing. [Delivery may be made by electronic transmission if  
36 and to the extent permitted by the Secretary of the State.] If the  
37 document is filed in typewritten or printed form and not electronically  
38 transmitted, the Secretary of the State may require one exact or  
39 conformed copy to be delivered with the document, except as  
40 provided in sections 33-662 and 33-928.

41 (j) When the document is delivered to the office of the Secretary of  
42 the State for filing, the correct filing fee, and any franchise tax, license  
43 fee or penalty required to be paid therewith by sections 33-600 to 33-  
44 998, inclusive, as amended by this act, or other law must be paid or  
45 provision for payment made in a manner permitted by the Secretary of

46 the State.

47 (k) When any document is required or permitted to be filed or  
48 recorded as provided in sections 33-600 to 33-998, inclusive, as  
49 amended by this act, the Secretary of the State may, in the Secretary of  
50 the State's discretion, for good cause, permit a photostatic or other  
51 photographic copy of such document to be filed or recorded in lieu of  
52 the original instrument. Such filing or recording shall have the same  
53 force and effect as if the original instrument had been so filed or  
54 recorded.

55 (l) As used in this subsection, "filed document" means a document  
56 filed with the Secretary of the State under any provision of sections 33-  
57 600 to 33-998, inclusive, as amended by this act, except sections 33-920  
58 to 33-937, inclusive, as amended by this act, and section 33-953, as  
59 amended by this act, and "plan" means a plan of merger or share  
60 exchange. Whenever a provision of sections 33-600 to 33-998, inclusive,  
61 as amended by this act, permits any of the terms of a plan or filed  
62 document to be dependent on facts objectively ascertainable outside  
63 the plan or filed document, the following provisions apply:

64 (1) The manner in which the facts will operate upon the terms of the  
65 plan or filed document shall be set forth in the plan or filed document;

66 (2) The facts may include, but are not limited to (A) any of the  
67 following that is available in a nationally recognized news or  
68 information medium either in print or electronically: Statistical or  
69 market indices, market prices of any security or group of securities,  
70 interest rates, currency exchange rates, or similar economic or financial  
71 data, (B) a determination or action by any person or body, including  
72 the corporation or any other party to a plan or filed document, or (C)  
73 the terms of, or actions taken under, an agreement to which the  
74 corporation is a party, or any other agreement or document;

75 (3) The following provisions of a plan or filed document may not be  
76 made dependent on facts outside the plan or filed document: (A) The

77 name and address of any person required in a filed document; (B) the  
78 registered office of any entity required in a filed document; (C) the  
79 registered agent of any entity required in a filed document; (D) the  
80 number of authorized shares and designation of each class or series of  
81 shares; (E) the effective date of a filed document; and (F) any required  
82 statement in a filed document of the date on which the underlying  
83 transaction was approved or the manner in which such approval was  
84 given; and

85 (4) If a provision of a filed document is made dependent on a fact  
86 ascertainable outside of the filed document, and such fact is not  
87 ascertainable by reference to a source described in subparagraph (A) of  
88 subdivision (2) of this subsection or a document that is a matter of  
89 public record, or the affected shareholders have not received notice of  
90 the fact from the corporation, then the corporation shall file with the  
91 Secretary of the State a certificate of amendment setting forth the fact  
92 promptly after the time when the fact referred to is first ascertainable  
93 or thereafter changes. Certificates of amendment under this  
94 subdivision are deemed to be authorized by the authorization of the  
95 original plan or filed document to which they relate and may be filed  
96 by the corporation without further action by the board of directors or  
97 the shareholders.

98 (m) The Secretary of the State may require or permit the filing by  
99 electronic transmission or by employing new technology as it is  
100 developed of any document that is required by law or regulation  
101 under sections 33-600 to 33-998, inclusive, as amended by this act, to be  
102 filed with the Secretary of the State.

103 Sec. 2. Section 33-953 of the general statutes is repealed and the  
104 following is substituted in lieu thereof (*Effective January 1, 2012*):

105 (a) Each domestic corporation, except banks, trust companies,  
106 insurance or surety companies, savings and loan associations and  
107 public service companies, as defined in section 16-1, and each foreign  
108 corporation authorized to transact business in this state, shall file an

109 annual report with the Secretary of the State as prescribed in this  
110 section.

111 (b) The first annual report of a domestic corporation shall be filed  
112 within thirty days after its organization meeting. Subsequent annual  
113 reports of such domestic corporation and annual reports of each  
114 foreign corporation authorized to transact business in this state shall  
115 be filed by electronic transmission at such times as may be provided by  
116 regulations adopted by the Secretary of the State in accordance with  
117 chapter 54, provided the Secretary of the State may require any  
118 corporation to file an annual report according to reporting schedules  
119 established by the secretary so as to effect staggered filing of all such  
120 reports. Upon request of a corporation, the Secretary of the State may  
121 grant an exemption from the requirement to file an annual report by  
122 electronic transmission if the corporation does not have the capability  
123 to file by electronic transmission or make payment in an authorized  
124 manner by electronic means or if other good cause is shown.

125 (c) Each annual report shall set forth as of a date which complies  
126 with subsection (d) of this section and which is specified in such  
127 report: (1) The name of the corporation; (2) the principal office of the  
128 corporation or, in the case of a foreign corporation (A) the address of  
129 the principal office of the foreign corporation in the state under the  
130 laws of which it is incorporated, (B) the address of the executive offices  
131 of the foreign corporation, and (C) the address of the principal office of  
132 the foreign corporation in this state, if any; [and] (3) the electronic mail  
133 address, if any, of the corporation; and (4) the names and respective  
134 business and residence addresses of the directors and officers of the  
135 corporation, except that if good cause is shown, the Secretary of the  
136 State may accept business addresses in lieu of business and residence  
137 addresses of the directors and officers of the corporation. For the  
138 purposes of this subsection, a showing of good cause shall include, but  
139 not be limited to, a showing that public disclosure of the residence  
140 addresses of the corporation's directors and officers may expose the  
141 personal security of such directors and officers to significant risk.

142 (d) The date specified in the annual report pursuant to subsection  
143 (c) of this section shall (1) not be later than the date of filing the report,  
144 and (2) not be earlier than the latest date preceding the date of filing on  
145 which any change of circumstances occurred which would affect the  
146 statements of fact required in the report.

147 (e) Each annual report shall be accompanied by the required filing  
148 fee. The report shall be executed as set forth in section 33-608. The  
149 Secretary of the State shall [mail] deliver to each domestic corporation  
150 at its principal office or electronic mail address, as shown by his  
151 records, and to each foreign corporation authorized to transact  
152 business in this state at its executive offices or electronic mail address,  
153 as last shown by his records, [a form prescribed by him for the annual  
154 report] notice that the annual report is due, but failure to receive such  
155 [form] notice shall not relieve a corporation of the requirement of filing  
156 the report as provided in this section.

157 Sec. 3. Section 33-1004 of the general statutes is repealed and the  
158 following is substituted in lieu thereof (*Effective January 1, 2012*):

159 (a) A document shall satisfy the requirements of this section, and of  
160 any other section that adds to or varies from these requirements, to be  
161 entitled to filing by the Secretary of the State.

162 (b) Sections 33-1000 to 33-1290, inclusive, as amended by this act,  
163 shall require or permit filing the document in the office of the Secretary  
164 of the State.

165 (c) The document shall contain the information required by sections  
166 33-1000 to 33-1290, inclusive, as amended by this act. It may contain  
167 other information as well.

168 (d) The document shall be typewritten or printed or, if electronically  
169 transmitted, in a format that can be retrieved or reproduced in  
170 typewritten or printed form.

171 (e) The document shall be in the English language. A corporate

172 name need not be in English if written in English letters or Arabic or  
173 Roman numerals, and the certificate of existence required of foreign  
174 corporations need not be in English if accompanied by a reasonably  
175 authenticated English translation.

176 (f) The document shall be executed: (1) By the chairman of the board  
177 of directors of a domestic or foreign corporation, by its president or by  
178 another of its officers; (2) if directors have not been selected or the  
179 corporation has not been formed, by an incorporator; or (3) if the  
180 corporation is in the hands of a receiver, trustee or other court-  
181 appointed fiduciary, by that fiduciary.

182 (g) The person executing the document shall sign it and state  
183 beneath or opposite such person's signature such person's name and  
184 the capacity in which such person signs. The document may but need  
185 not contain a corporate seal, attestation, acknowledgment or  
186 verification.

187 (h) If the Secretary of the State has prescribed a mandatory form for  
188 the document under section 33-1005, the document shall be in or on  
189 the prescribed form.

190 (i) The document shall be delivered to the office of the Secretary of  
191 the State for filing. [Delivery may be made by electronic transmission if  
192 and to the extent permitted by the Secretary of the State.] If the  
193 document is filed in typewritten or printed form and not electronically  
194 transmitted, the Secretary of the State may require one exact or  
195 conformed copy to be delivered with the document, except as  
196 provided in sections 33-1052 and 33-1218.

197 (j) When the document is delivered to the office of the Secretary of  
198 the State for filing, the correct filing fee, and any franchise tax, license  
199 fee or penalty required to be paid therewith by sections 33-1000 to 33-  
200 1290, inclusive, as amended by this act, or other law, must be paid or  
201 provision for payment made in a manner permitted by the Secretary of  
202 the State.

203 (k) When any document is required or permitted to be filed or  
 204 recorded as provided in sections 33-1000 to 33-1290, inclusive, as  
 205 amended by this act, the Secretary of the State may, in the Secretary of  
 206 the State's discretion, for good cause, permit a photostatic or other  
 207 photographic copy of such document to be filed or recorded in lieu of  
 208 the original instrument. Such filing or recording shall have the same  
 209 force and effect as if the original instrument had been so filed or  
 210 recorded.

211 (l) The Secretary of the State may require or permit the filing by  
 212 electronic transmission or by employing new technology as it is  
 213 developed of any document that is required by law or regulation  
 214 under sections 33-1000 to 33-1290, inclusive, as amended by this act, to  
 215 be filed with the Secretary of the State.

216 Sec. 4. Section 33-1243 of the general statutes is repealed and the  
 217 following is substituted in lieu thereof (*Effective January 1, 2012*):

218 (a) Each domestic corporation, except banks, trust companies,  
 219 insurance or surety companies, savings and loan associations, credit  
 220 unions, public service companies, as defined in section 16-1, cemetery  
 221 associations and incorporated church or religious corporations, and  
 222 each foreign corporation authorized to conduct affairs in this state, and  
 223 except corporations formed before January 1, 1961, which under the  
 224 law in effect on December 31, 1960, were not required to file an annual  
 225 report, shall file an annual report with the Secretary of the State as  
 226 prescribed in this section.

227 (b) The first annual report of a domestic corporation shall be filed  
 228 within thirty days after its organization meeting. Subsequent annual  
 229 reports of such domestic corporation and annual reports of each  
 230 foreign corporation authorized to conduct affairs in this state shall be  
 231 filed by electronic transmission at such times as may be provided by  
 232 regulations adopted by the Secretary of the State in accordance with  
 233 chapter 54, provided the Secretary of the State may require any  
 234 corporation to file an annual report according to reporting schedules



235 established by the secretary so as to effect staggered filing of all such  
236 reports. Upon request of a corporation, the Secretary of the State may  
237 grant an exemption from the requirement to file an annual report by  
238 electronic transmission if the corporation does not have the capability  
239 to file by electronic transmission or make payment in an authorized  
240 manner by electronic means or if other good cause is shown.

241 (c) Each annual report shall set forth as of a date which complies  
242 with subsection (d) of this section and which is specified in such  
243 report: (1) The name of the corporation and, in the case of a foreign  
244 corporation, the state under the laws of which it is incorporated; (2) the  
245 principal office of the corporation or, in the case of a foreign  
246 corporation (A) the address of the principal office of the foreign  
247 corporation in the state under the laws of which it is incorporated, (B)  
248 the address of the executive offices of the foreign corporation, and (C)  
249 the address of the principal office of the foreign corporation in this  
250 state, if any; [and] (3) the electronic mail address, if any, of the  
251 corporation; and (4) the names and respective business and residence  
252 addresses of the directors and officers of the corporation, except that if  
253 good cause is shown, the Secretary of the State may accept business  
254 addresses in lieu of business and residence addresses of the directors  
255 and officers of the corporation. For the purposes of this subsection, a  
256 showing of good cause shall include, but not be limited to, a showing  
257 that public disclosure of the residence addresses of the corporation's  
258 directors and officers may expose the personal security of such  
259 directors and officers to significant risk.

260 (d) The date specified in the annual report pursuant to subsection  
261 (c) of this section shall (1) not be later than the date of filing the report,  
262 and (2) not be earlier than the latest date preceding the date of filing on  
263 which any change of circumstances occurred which would affect the  
264 statements of fact required in the report.

265 (e) Each annual report shall be accompanied by the required filing  
266 fee. The report shall be executed as set forth in section 33-1004, as

267 amended by this act. The Secretary of the State shall [mail] deliver to  
268 each domestic corporation at its principal office or electronic mail  
269 address, as shown by his records, and to each foreign corporation  
270 authorized to conduct affairs in this state at its executive offices or  
271 electronic mail address, as last shown by his records, [a form  
272 prescribed by him for the annual report] notice that the annual report  
273 is due, but failure to receive such [form] notice shall not relieve a  
274 corporation of the requirement of filing the report as provided in this  
275 section.

276 Sec. 5. Section 34-9 of the general statutes is repealed and the  
277 following is substituted in lieu thereof (*Effective January 1, 2012*):

278 As used in this chapter, unless the context otherwise requires:

279 (1) "Address" means location as described by the full street number,  
280 if any, street, city or town, state or country and not a mailing address  
281 such as a post office box.

282 (2) "Certificate of limited partnership" means the certificate referred  
283 to in section 34-10 and the certificate as amended or restated.

284 (3) "Consolidation" means a business combination pursuant to  
285 section 34-33b.

286 (4) "Contribution" means any cash, property, services rendered, or a  
287 promissory note or other binding obligation to contribute cash or  
288 property or to perform services, which a partner contributes to a  
289 limited partnership in his capacity as a partner.

290 (5) "Deliver" or "delivery" means any method of delivery used in  
291 conventional commercial practice including delivery by hand, mail,  
292 commercial delivery and electronic transmission.

293 (6) "Document" includes anything delivered to the office of the  
294 Secretary of the State for filing under sections 34-9 to 34-38u, inclusive,  
295 as amended by this act.

296     (7) "Electronic transmission" or "electronically transmitted" means  
297     any process of communication not directly involving the physical  
298     transfer of paper that is suitable for the retention, retrieval and  
299     reproduction of information by the recipient.

300     [(5)] (8) "Event of withdrawal of a general partner" means an event  
301     that causes a person to cease to be a general partner as provided in  
302     section 34-28.

303     [(6)] (9) "Foreign limited partnership" means a partnership formed  
304     under the laws of any state other than this state and having as partners  
305     one or more general partners and one or more limited partners.

306     [(7)] (10) "General partner" means a person who has been admitted  
307     to a limited partnership as a general partner in accordance with the  
308     partnership agreement and named in the certificate of limited  
309     partnership as a general partner.

310     [(8)] (11) "Interests" means the proprietary interests in an other  
311     entity.

312     [(9)] (12) "Limited partner" means a person who has been admitted  
313     to a limited partnership as a limited partner in accordance with the  
314     partnership agreement.

315     [(10)] (13) "Limited partnership" and "domestic limited partnership"  
316     means a partnership formed by two or more persons under the  
317     provisions of this chapter and having one or more general partners  
318     and one or more limited partners.

319     [(11)] (14) "Merger" means a business combination pursuant to  
320     section 34-33a.

321     [(12)] (15) "Organizational documents" means the basic document or  
322     documents that create, or determine the internal governance of, an  
323     other entity.

324        [(13)] (16) "Other entity" means any association or legal entity, other  
325        than a domestic or foreign limited partnership, organized to conduct  
326        business, including, but not limited to, a corporation, general  
327        partnership, limited liability partnership, limited liability company,  
328        joint venture, joint stock company, business trust, statutory trust and  
329        real estate investment trust.

330        [(14)] (17) "Partner" means a limited or general partner.

331        [(15)] (18) "Partnership agreement" means any valid agreement,  
332        written or oral, of the partners as to the affairs of a limited partnership  
333        and the conduct of its business.

334        [(16)] (19) "Partnership interest" means a partner's share of the  
335        profits and losses of a limited partnership and the right to receive  
336        distributions of partnership assets.

337        [(17)] (20) "Party to a consolidation" means any domestic or foreign  
338        limited partnership or other entity that will consolidate under a plan of  
339        consolidation.

340        [(18)] (21) "Party to a merger" means any domestic or foreign limited  
341        partnership or other entity that will merge under a plan of merger.

342        [(19)] (22) "Person" means a natural person, partnership, limited  
343        partnership, foreign limited partnership, trust, estate, association,  
344        limited liability company or corporation.

345        [(20)] (23) "Plan of merger" means a plan entered into pursuant to  
346        section 34-33a.

347        [(21)] (24) "Plan of consolidation" means a plan entered into  
348        pursuant to section 34-33b.

349        (25) "Sign" or "signature" includes any manual, facsimile, conformed  
350        or electronic signature.

351        [(22)] (26) "State" means a state, territory, or possession of the United

352 States, the District of Columbia or the Commonwealth of Puerto Rico.

353 [(23)] (27) "Survivor" means, in a merger or consolidation, the  
354 limited partnership or other entity into which one or more other  
355 limited partnerships or other entities are merged or consolidated.

356 Sec. 6. Section 34-10b of the general statutes is repealed and the  
357 following is substituted in lieu thereof (*Effective January 1, 2012*):

358 (a) A signed copy of the certificate of limited partnership and of any  
359 certificates of amendment or cancellation or of any judicial decree of  
360 amendment or cancellation or of any certificate of merger or  
361 consolidation, or notice or any other document permitted or required  
362 to be filed pursuant to this chapter for a limited partnership, shall be  
363 delivered to the Secretary of the State. A person who executes a  
364 certificate as an agent or fiduciary need not exhibit evidence of his  
365 authority as a prerequisite to filing. Unless the Secretary of the State  
366 finds that any certificate does not conform to law, upon receipt of all  
367 filing fees required by law he shall:

368 (1) Endorse on each copy the word "Filed" and the day, month and  
369 year of the filing thereof; and

370 (2) File a signed copy in his office.

371 (b) Upon the filing of a certificate of amendment or judicial decree  
372 of amendment in the office of the Secretary of the State, the certificate  
373 of limited partnership shall be amended as set forth therein, and upon  
374 the effective date of a certificate of cancellation, or a judicial decree  
375 thereof or a certificate of merger or consolidation which acts as a  
376 certificate of cancellation, the certificate of limited partnership is  
377 cancelled.

378 (c) When any document is required or permitted to be filed or  
379 recorded as provided in sections 34-9 to 34-38u, inclusive, as amended  
380 by this act, the Secretary of the State may, in the Secretary of the State's  
381 discretion, for good cause, permit a photostatic or other photographic

382 copy of such document to be filed or recorded in lieu of the original  
383 instrument. Such filing or recording shall have the same force and  
384 effect as if the original instrument had been so filed or recorded.

385 (d) The Secretary of the State may require or permit the filing by  
386 electronic transmission or by employing new technology as it is  
387 developed of any document that is required by law or regulation  
388 under sections 34-9 to 34-38u, inclusive, as amended by this act, to be  
389 filed with the Secretary of the State.

390 Sec. 7. Section 34-13e of the general statutes is repealed and the  
391 following is substituted in lieu thereof (*Effective January 1, 2012*):

392 (a) [On and after January 1, 1996, each] Each limited partnership  
393 shall file an annual report by electronic transmission with the Secretary  
394 of the State that shall be due upon the anniversary of the formation of  
395 the limited partnership. Upon request of a limited partnership, the  
396 Secretary of the State may grant an exemption from the requirement to  
397 file an annual report by electronic transmission if the limited  
398 partnership does not have the capability to file by electronic  
399 transmission or make payment in an authorized manner by electronic  
400 means or if other good cause is shown.

401 (b) Each annual report shall set forth: (1) The name of the limited  
402 partnership; [and] (2) the address of the office of the limited  
403 partnership required to be maintained by section 34-13b; and (3) the  
404 electronic mail address, if any, of the limited partnership.

405 (c) Each annual report shall be executed in accordance with section  
406 34-10a and be accompanied by the filing fee established in section 34-  
407 38n. The Secretary of the State shall [mail] deliver to each limited  
408 partnership at [its] the address of the office required to be maintained  
409 by section 34-13b or its electronic mail address, as shown by his  
410 records, [a form prescribed by him for the annual report] notice that  
411 the annual report is due, but failure to receive such [form] notice shall  
412 not relieve a limited partnership of the requirement of filing the report

413 as provided in this section.

414 Sec. 8. Section 34-38s of the general statutes is repealed and the  
415 following is substituted in lieu thereof (*Effective January 1, 2012*):

416 (a) [On and after January 1, 1996, each] Each foreign limited  
417 partnership registered to transact business in this state shall file an  
418 annual report by electronic transmission with the Secretary of the State  
419 that shall be due upon the anniversary of the registration of such  
420 foreign limited partnership pursuant to section 34-38g. Upon request  
421 of a foreign limited partnership, the Secretary of the State may grant an  
422 exemption from the requirement to file an annual report by electronic  
423 transmission if the foreign limited partnership does not have the  
424 capability to file by electronic transmission or make payment in an  
425 authorized manner by electronic means or if other good cause is  
426 shown.

427 (b) Each annual report shall set forth: (1) The name of the foreign  
428 limited partnership and, if different, the name under which such  
429 foreign limited partnership transacts business in this state; [, and] (2)  
430 the address of the office required to be maintained in the state or other  
431 jurisdiction of the foreign limited partnership's organization by the  
432 laws of that state or jurisdiction or, if not so required, the address of its  
433 principal office; and (3) the electronic mail address, if any, of the  
434 foreign limited partnership.

435 (c) Each annual report shall be executed in accordance with section  
436 34-10a and be accompanied by the filing fee established in section 34-  
437 38n. The Secretary of the State shall [mail] deliver to each foreign  
438 limited partnership at its principal office or its electronic mail address,  
439 as last shown by his records, [a form prescribed by him for the annual  
440 report] notice that the annual report is due, but failure to receive such  
441 [form] notice shall not relieve a foreign limited partnership of the  
442 requirement of filing the report as provided in this section.

443 Sec. 9. Section 34-101 of the general statutes is repealed and the

444 following is substituted in lieu thereof (*Effective January 1, 2012*):

445 As used in sections 34-100 to 34-242, inclusive, as amended by this  
446 act, unless the context otherwise requires:

447 (1) "Address" means a location as described by the full street  
448 number, if any, street, city or town, state or county and not a mailing  
449 address such as a post office box.

450 (2) "Articles of organization" means articles filed under section 34-  
451 121, and those articles as amended or restated.

452 (3) "Corporation" means a corporation formed under the laws of this  
453 state or a foreign corporation.

454 (4) "Court" includes every court having jurisdiction in the case.

455 (5) "Deliver" or "delivery" means any method of delivery used in  
456 conventional commercial practice including delivery by hand, mail,  
457 commercial delivery and electronic transmission.

458 (6) "Document" includes anything delivered to the office of the  
459 Secretary of the State for filing under sections 34-100 to 34-242,  
460 inclusive, as amended by this act.

461 ~~[(5)]~~ (7) "Electronic transmission" or "electronically transmitted"  
462 means any process of communication not directly involving the  
463 physical transfer of paper that is suitable for the retention, retrieval  
464 and reproduction of information by the recipient. ~~[and which does not~~  
465 ~~directly involve the physical transfer of paper.]~~

466 ~~[(6)]~~ (8) "Event of dissociation" means an event that causes a person  
467 to cease to be a member, as provided in section 34-180.

468 ~~[(7)]~~ (9) "Foreign corporation" means a corporation formed under  
469 the laws of any state other than this state or under the laws of any  
470 foreign country.



471       [(8)] (10) "Foreign limited liability company" means an entity that is:  
472       (A) Organized under the laws of a state other than the laws of this state  
473       or under the laws of any foreign country; (B) organized under a statute  
474       pursuant to which an entity denominated as a limited liability  
475       company may be formed that affords to each of its members limited  
476       liability with respect to the liabilities of the entity; and (C) is not  
477       required to be registered or organized under any statute of this state  
478       other than sections 34-100 to 34-242, inclusive, as amended by this act.

479       [(9)] (11) "Foreign limited partnership" means a limited partnership  
480       formed under the laws of any state other than this state or under the  
481       laws of any foreign country.

482       [(10)] (12) "Limited liability company" or "domestic limited liability  
483       company" means an organization having one or more members that is  
484       formed under sections 34-100 to 34-242, inclusive, as amended by this  
485       act.

486       [(11)] (13) "Limited liability company membership interest" or  
487       "interest" or "interest in the limited liability company" means a  
488       member's share of the profits and losses of the limited liability  
489       company and a member's right to receive distributions of the limited  
490       liability company's assets, unless otherwise provided in the operating  
491       agreement.

492       [(12)] (14) "Limited partnership" means a limited partnership  
493       formed under the laws of this state or a foreign limited partnership.

494       [(13)] (15) "Manager" or "managers" means, with respect to a limited  
495       liability company that has set forth in its articles of organization that it  
496       is to be managed by managers, the person or persons designated in  
497       accordance with section 34-140.

498       [(14)] (16) "Member" or "members" means a person or persons who  
499       have been admitted to membership in a limited liability company as  
500       provided in section 34-179 and who have not disassociated from the

501 limited liability company as provided in section 34-180.

502 [(15)] (17) "Operating agreement" means any agreement, written or  
503 oral, as to the conduct of the business and affairs of a limited liability  
504 company, which is binding upon all of the members.

505 [(16)] (18) "Organizational documents" means the basic document or  
506 documents that create, or determine the internal governance of, an  
507 other entity.

508 [(17)] (19) "Organizer" or "organizers" means any member or  
509 members or any other person or persons who files or file the articles of  
510 organization as provided in section 34-120.

511 [(18)] (20) "Other entity" means any association or legal entity, other  
512 than a domestic or foreign limited liability company, organized to  
513 conduct business, including, but not limited to, a corporation, general  
514 partnership, limited liability partnership, limited partnership, joint  
515 venture, joint stock company, business trust, statutory trust and real  
516 estate investment trust.

517 [(19)] (21) "Party to a consolidation" means any domestic or foreign  
518 limited liability company or other entity that will consolidate under a  
519 plan of consolidation.

520 [(20)] (22) "Party to a merger" means any domestic or foreign limited  
521 liability company or other entity that will merge under a plan of  
522 merger.

523 [(21)] (23) "Person" means an individual, a general partnership, a  
524 limited partnership, a domestic or foreign limited liability company, a  
525 trust, an estate, an association, a corporation or any other legal or  
526 commercial entity.

527 [(22)] (24) "Plan of merger" or "plan of consolidation" means a plan  
528 entered into pursuant to section 34-195.

529        [(23)] (25) "Professional service" means any type of service to the  
530 public that requires that members of a profession rendering such  
531 service obtain a license or other legal authorization as a condition  
532 precedent to the rendition thereof, limited to the professional services  
533 rendered by dentists, natureopaths, chiropractors, physicians and  
534 surgeons, doctors of dentistry, physical therapists, occupational  
535 therapists, podiatrists, optometrists, nurses, nurse-midwives,  
536 veterinarians, pharmacists, architects, professional engineers, or jointly  
537 by architects and professional engineers, landscape architects, real  
538 estate brokers, insurance producers, certified public accountants and  
539 public accountants, land surveyors, psychologists, attorneys-at-law,  
540 licensed marital and family therapists, licensed professional  
541 counselors, licensed or certified alcohol and drug counselors and  
542 licensed clinical social workers.

543        [(24)] (26) "Sign" or "signature" includes any manual, facsimile, [or]  
544 conformed or electronic signature.

545        [(25)] (27) "State" means a state, territory or possession of the United  
546 States, the District of Columbia or the Commonwealth of Puerto Rico.

547        [(26)] (28) "Survivor" means, in a merger or consolidation, the  
548 limited liability company or other entity into which one or more other  
549 limited liability companies or other entities are merged or  
550 consolidated.

551        Sec. 10. Section 34-106 of the general statutes is repealed and the  
552 following is substituted in lieu thereof (*Effective January 1, 2012*):

553        (a) Each limited liability company shall file an annual report by  
554 electronic transmission with the Secretary of the State which report  
555 shall be due upon the anniversary of the filing of a limited liability  
556 company's articles of organization pursuant to section 34-120. Upon  
557 request of a limited liability company, the Secretary of the State may  
558 grant an exemption from the requirement to file an annual report by  
559 electronic transmission if the limited liability company does not have

560 the capability to file by electronic transmission or make payment in an  
561 authorized manner by electronic means or if other good cause is  
562 shown.

563 (b) Such reporting requirement shall commence on or after  
564 January 1, 1995, and continue annually thereafter.

565 (c) Each annual report shall set forth: (1) The name of the limited  
566 liability company; (2) the limited liability company's current principal  
567 office address; [and] (3) the electronic mail address, if any, of the  
568 limited liability company; and (4) the name and respective business  
569 and residence addresses of a manager or a member of the limited  
570 liability company, except that if good cause is shown, the Secretary of  
571 the State may accept a business address in lieu of the business and  
572 residence addresses of such manager or member. For the purposes of  
573 this subsection and subsection (d) of this section, a showing of good  
574 cause shall include, but not be limited to, a showing that public  
575 disclosure of the residence address of the manager or member of the  
576 limited liability company may expose the personal security of such  
577 manager or member to significant risk.

578 (d) If the manager or member named in a limited liability  
579 company's most current annual report pursuant to subsection (c) of  
580 this section is replaced for such purpose by another manager or  
581 member after the limited liability company has filed such annual  
582 report, but not later than thirty days preceding the month during  
583 which the limited liability company's next annual report becomes due,  
584 the limited liability company shall file with the Secretary of the State  
585 an interim notice of change of manager or member that sets forth: (1)  
586 The name of the limited liability company; and (2) the name, title and  
587 respective business and residence addresses of the new manager or  
588 member and the name and title of the former manager or member,  
589 except that if good cause is shown, the Secretary of the State may  
590 accept a business address in lieu of the business and residence  
591 addresses of the new manager or member. Any such change of

592 manager or member that occurs within the thirty-day period preceding  
593 the month during which the limited liability company's next annual  
594 report becomes due shall be reflected in such next annual report.

595 (e) Each annual report shall be executed in accordance with section  
596 34-109 and be accompanied by the filing fee established in section 34-  
597 112. The Secretary of the State shall [mail] deliver to each limited  
598 liability company at its principal office or electronic mail address, as  
599 shown on his records, [a form prescribed by him for the annual report]  
600 notice that the annual report is due, but failure to receive such [form]  
601 notice shall not relieve a limited liability company of the requirement  
602 of filing the report as provided in this section.

603 Sec. 11. Section 34-110 of the general statutes is repealed and the  
604 following is substituted in lieu thereof (*Effective January 1, 2012*):

605 (a) The original signed copy of the articles of organization or any  
606 other document required to be filed pursuant to sections 34-100 to 34-  
607 242, inclusive, as amended by this act, shall be delivered to the  
608 Secretary of the State. The articles of organization or any other  
609 document required to be filed shall be typewritten or printed or, if  
610 [authorized by the Secretary of the State,] electronically transmitted, in  
611 a format that can be retrieved or reproduced in typewritten or printed  
612 form. Unless the Secretary of the State determines that the document  
613 does not conform to the filing provisions of said sections, the Secretary  
614 of the State shall, when all required filing fees have been paid: (1)  
615 Endorse on each signed document "filed" and the date and time of its  
616 acceptance for filing; and (2) retain the signed document in the  
617 Secretary of the State's files.

618 (b) When any document is required or permitted to be filed or  
619 recorded as provided in sections 34-100 to 34-242, inclusive, as  
620 amended by this act, the Secretary of the State may, in the Secretary of  
621 the State's discretion, for good cause, permit a photostatic or other  
622 photographic copy of such document to be filed or recorded in lieu of  
623 the original instrument. Such filing or recording shall have the same

624 force and effect as if the original instrument had been so filed or  
625 recorded.

626 (c) The Secretary of the State may require or permit the filing by  
627 electronic transmission or by employing new technology as it is  
628 developed of any document that is required by law or regulation  
629 under sections 34-100 to 34-242, inclusive, as amended by this act, to be  
630 filed with the Secretary of the State.

631 ~~[(c)]~~ (d) If the Secretary of the State determines that the document  
632 does not conform to the filing provisions of sections 34-100 to 34-242,  
633 inclusive, as amended by this act, or is not accompanied by all fees  
634 required by law, the document shall not be filed and the Secretary of  
635 the State shall return the document to the person originally submitting  
636 it.

637 Sec. 12. Section 34-229 of the general statutes is repealed and the  
638 following is substituted in lieu thereof (*Effective January 1, 2012*):

639 (a) A foreign limited liability company registered to transact  
640 business in this state shall file an annual report [in] by electronic  
641 transmission with the office of the Secretary of the State which report  
642 shall be due upon the anniversary of such foreign limited liability  
643 company's registration pursuant to section 34-223. Upon request of a  
644 foreign limited liability company, the Secretary of the State may grant  
645 an exemption from the requirement to file an annual report by  
646 electronic transmission if the foreign limited liability company does  
647 not have the capability to file by electronic transmission or make  
648 payment in an authorized manner by electronic means or if other good  
649 cause is shown.

650 (b) Such reporting requirement shall commence on and after  
651 January 1, 1995, and continue annually thereafter.

652 (c) Each annual report shall set forth: (1) The name of the foreign  
653 limited liability company and, if different, the name under which such

654 foreign limited liability company transacts business in this state; (2) the  
655 address of the office required to be maintained in the state or other  
656 jurisdiction of the foreign limited liability company's organization by  
657 the laws of that state or jurisdiction or, if not so required, the address  
658 of its principal office; [and] (3) the electronic mail address, if any, of the  
659 foreign limited liability company; and (4) the name and respective  
660 business and residence addresses of a manager or a member of the  
661 foreign limited liability company, except that if good cause is shown,  
662 the Secretary of the State may accept a business address in lieu of the  
663 business and residence addresses of such manager or member. For the  
664 purposes of this subsection and subsection (d) of this section, a  
665 showing of good cause shall include, but not be limited to, a showing  
666 that public disclosure of the residence address of the manager or  
667 member of the foreign limited liability company may expose the  
668 personal security of such manager or member to significant risk.

669 (d) If the manager or member named in a foreign limited liability  
670 company's most current annual report pursuant to subsection (c) of  
671 this section is replaced for such purpose by another manager or  
672 member after the foreign limited liability company has filed such  
673 annual report, but not later than thirty days preceding the month  
674 during which the foreign limited liability company's next annual  
675 report becomes due, the foreign limited liability company shall file  
676 with the Secretary of the State an interim notice of change of manager  
677 or member that sets forth: (1) The name of the foreign limited liability  
678 company; and (2) the name, title and respective business and residence  
679 addresses of the new manager or member and the name and title of the  
680 former manager or member, except that if good cause is shown, the  
681 Secretary of the State may accept a business address in lieu of the  
682 business and residence addresses of the new manager or member. Any  
683 such change of manager or member that occurs within the thirty-day  
684 period preceding the month during which the foreign limited liability  
685 company's next annual report becomes due shall be reflected in such  
686 next annual report.

687 (e) Each annual report shall be executed in accordance with section  
688 34-109 and be accompanied by the filing fee established in section 34-  
689 112. The Secretary of the State shall [mail] deliver to each foreign  
690 limited liability company at its principal office or electronic mail  
691 address, as shown on his records, [a form prescribed by him for the  
692 annual report] notice that the annual report is due, but failure to  
693 receive such [form] notice shall not relieve a foreign limited liability  
694 company of the requirement of filing the report as provided in this  
695 section.

696 Sec. 13. Section 34-301 of the general statutes is repealed and the  
697 following is substituted in lieu thereof (*Effective January 1, 2012*):

698 As used in sections 34-300 to [34-399] 34-434, inclusive, as amended  
699 by this act:

700 (1) "Business" includes every trade, occupation and profession.

701 (2) "Debtor in bankruptcy" means a person who is the subject of: (A)  
702 An order for relief under Title 11 of the United States Code or a  
703 comparable order under a successor statute of general application; or  
704 (B) a comparable order under federal, state or foreign law governing  
705 insolvency.

706 (3) "Deliver" or "delivery" means any method of delivery used in  
707 conventional commercial practice including delivery by hand, mail,  
708 commercial delivery and electronic transmission.

709 [(3)] (4) "Distribution" means a transfer of money or other property  
710 from a partnership to a partner in the partner's capacity as a partner or  
711 to the partner's transferee.

712 (5) "Document" includes anything delivered to the office of the  
713 Secretary of the State for filing under sections 34-300 to 34-434,  
714 inclusive, as amended by this act.

715 (6) "Electronic transmission" or "electronically transmitted" means



716 any process of communication not directly involving the physical  
717 transfer of paper that is suitable for the retention, retrieval and  
718 reproduction of information by the recipient.

719 [(4)] (7) "Foreign registered limited liability partnership" includes a  
720 partnership formed pursuant to an agreement governed by the laws of  
721 any state other than this state and registered or denominated as a  
722 registered limited liability partnership or limited liability partnership  
723 under the laws of such other state.

724 [(5)] (8) "Interests" means the proprietary interests in an other entity.

725 [(6)] (9) "Merger" means a business combination pursuant to section  
726 34-388.

727 [(7)] (10) "Organizational documents" means the basic document or  
728 documents that create, or determine the internal governance of, an  
729 other entity.

730 [(8)] (11) "Other entity" means any association or legal entity, other  
731 than a domestic or foreign partnership, organized to conduct business,  
732 including, but not limited to, a corporation, limited partnership,  
733 limited liability partnership, limited liability company, joint venture,  
734 joint stock company, business trust, statutory trust and real estate  
735 investment trust.

736 [(9)] (12) "Partnership" means an association of two or more persons  
737 to carry on as co-owners a business for profit formed under section 34-  
738 314, predecessor law or comparable law of another jurisdiction, and  
739 includes for all purposes of the laws of this state a registered limited  
740 liability partnership.

741 [(10)] (13) "Partnership agreement" means the agreement, whether  
742 written, oral or implied, among the partners concerning the  
743 partnership, including amendments to the partnership agreement.

744 [(11)] (14) "Partnership at will" means a partnership in which the

745 partners have not agreed to remain partners until the expiration of a  
746 definite term or the completion of a particular undertaking.

747 [(12)] (15) "Partnership interest" or "partner's interest in the  
748 partnership" means all of a partner's interests in the partnership,  
749 including the partner's transferable interest and all management and  
750 other rights.

751 [(13)] (16) "Party to a merger" means any domestic or foreign  
752 partnership or other entity that will merge under a plan of merger.

753 [(14)] (17) "Person" means an individual, corporation, limited  
754 liability company, business trust, estate, trust, partnership, association,  
755 joint venture, government, governmental subdivision, agency or  
756 instrumentality, or any other legal or commercial entity.

757 [(15)] (18) "Plan of merger" means a plan entered into pursuant to  
758 section 34-388.

759 [(16)] (19) "Property" means all property, real, personal or mixed,  
760 tangible or intangible, or any interest therein.

761 [(17)] (20) "Registered limited liability partnership" includes a  
762 partnership formed pursuant to an agreement governed by the laws of  
763 this state, registered under section 34-419, and complying with sections  
764 34-406 and 34-420, as amended by this act.

765 (21) "Sign" or "signature" includes any manual, facsimile, conformed  
766 or electronic signature.

767 [(18)] (22) "State" means a state of the United States, the District of  
768 Columbia, the Commonwealth of Puerto Rico or any territory or  
769 insular possession subject to the jurisdiction of the United States.

770 [(19)] (23) "Statement" means a statement of partnership authority  
771 under section 34-324, a statement of denial under section 34-325, a  
772 statement of dissociation under section 34-365, a statement of

773 dissolution under section 34-376, a statement of merger under section  
774 34-390, or an amendment or cancellation of any of the foregoing.

775 [(20)] (24) "Survivor" in a merger means the partnership or other  
776 entity into which one or more other partnerships or other entities are  
777 merged or consolidated. A survivor of a merger may preexist the  
778 merger or be created by the merger.

779 [(21)] (25) "Transfer" includes an assignment, conveyance, lease,  
780 mortgage, deed and encumbrance.

781 Sec. 14. Section 34-411 of the general statutes is repealed and the  
782 following is substituted in lieu thereof (*Effective January 1, 2012*):

783 (a) The original signed copy of a certificate of limited liability  
784 partnership of a registered limited liability partnership or the  
785 certificate of authority of a foreign registered limited liability  
786 partnership or of any other document required to be filed pursuant to  
787 sections 34-300 to 34-434, inclusive, as amended by this act, shall be  
788 delivered to the Secretary of the State. Unless the Secretary of the State  
789 determines that the documents do not conform to the filing provisions  
790 of said sections, he shall, when all required filing fees have been paid:  
791 (1) Endorse on each signed original "filed" and the date and time of its  
792 acceptance for filing; and (2) retain the signed original in his files.

793 (b) When any document is required or permitted to be filed or  
794 recorded as provided in sections 34-300 to 34-434, inclusive, as  
795 amended by this act, the Secretary of the State may, in the Secretary of  
796 the State's discretion, for good cause, permit a photostatic or other  
797 photographic copy of such document to be filed or recorded in lieu of  
798 the original instrument. Such filing or recording shall have the same  
799 force and effect as if the original instrument had been so filed or  
800 recorded.

801 (c) The Secretary of the State may require or permit the filing by  
802 electronic transmission or by employing new technology as it is

803 developed of any document that is required by law or regulation  
804 under sections 34-300 to 34-434, inclusive, as amended by this act, to be  
805 filed with the Secretary of the State.

806 [(b)] (d) If the Secretary of the State determines that the documents  
807 do not conform to the filing provisions of sections 34-300 to 34-434,  
808 inclusive, as amended by this act, or are not accompanied by all fees  
809 required by law, the documents shall not be filed and the Secretary of  
810 the State shall return the documents to the person originally  
811 submitting them.

812 Sec. 15. Section 34-420 of the general statutes is repealed and the  
813 following is substituted in lieu thereof (*Effective January 1, 2012*):

814 (a) Each registered limited liability partnership shall file an annual  
815 report by electronic transmission with the Secretary of the State, which  
816 report shall be due upon the anniversary of the filing of a certificate of  
817 limited liability partnership pursuant to section 34-419. Upon request  
818 of a registered limited liability partnership, the Secretary of the State  
819 may grant an exemption from the requirement to file an annual report  
820 by electronic transmission if the registered limited liability partnership  
821 does not have the capability to file by electronic transmission or make  
822 payment in an authorized manner by electronic means or if other good  
823 cause is shown.

824 (b) Such reporting requirement shall commence on or after  
825 January 1, 1997, and continue annually thereafter.

826 (c) Each annual report shall set forth: (1) The name of the registered  
827 limited liability partnership; [, and] (2) the registered limited liability  
828 partnership's current principal office address; and (3) the electronic  
829 mail address, if any, of the registered limited liability partnership.

830 (d) Each annual report shall be executed in accordance with section  
831 34-410 and be accompanied by the filing fee established in section 34-  
832 413. The Secretary of the State shall [mail] deliver to each registered

833 limited liability partnership at its principal office or electronic mail  
834 address, as shown on his records, [a form prescribed by him for the  
835 annual report] notice that the annual report is due, but failure to  
836 receive such [form] notice shall not relieve a registered limited liability  
837 partnership of the requirement of filing the report as provided in this  
838 section.

839 Sec. 16. Section 34-431 of the general statutes is repealed and the  
840 following is substituted in lieu thereof (*Effective January 1, 2012*):

841 (a) A foreign registered limited liability partnership authorized to  
842 transact business in this state shall file an annual report [in] by  
843 electronic transmission with the office of the Secretary of the State  
844 which report shall be due upon the anniversary of such foreign  
845 registered limited liability partnership's certificate of authority  
846 pursuant to section 34-429. Upon request of a foreign registered  
847 limited liability partnership, the Secretary of the State may grant an  
848 exemption from the requirement to file an annual report by electronic  
849 transmission if the foreign registered limited liability partnership does  
850 not have the capability to file by electronic transmission or make  
851 payment in an authorized manner by electronic means or if other good  
852 cause is shown.

853 (b) Such reporting requirement shall commence on and after  
854 January 1, 1997, and continue annually thereafter.

855 (c) Each annual report shall set forth: (1) The name of the foreign  
856 registered limited liability partnership and, if different, the name  
857 under which such foreign registered limited liability partnership  
858 transacts business in this state; [and] (2) the address of the office  
859 required to be maintained in the state or other jurisdiction of the  
860 foreign registered limited liability partnership's organization by the  
861 laws of that state or jurisdiction or, if not so required, the address of its  
862 principal office; and (3) the electronic mail address, if any, of the  
863 foreign registered limited liability partnership.

864 (d) Each annual report shall be executed in accordance with section  
865 34-410, and be accompanied by the filing fee established in section 34-  
866 413. The Secretary of the State shall [mail] deliver to each foreign  
867 registered limited liability partnership at its principal office or  
868 electronic mail address, as shown on his records, [a form prescribed by  
869 him for the annual report] notice that the annual report is due, but  
870 failure to receive such [form] notice shall not relieve a foreign  
871 registered limited liability partnership of the requirement of filing the  
872 report as provided in this section.

873 Sec. 17. Section 34-501 of the general statutes is repealed and the  
874 following is substituted in lieu thereof (*Effective January 1, 2012*):

875 For purposes of sections 34-500 to 34-547, inclusive, as amended by  
876 this act:

877 (1) "Beneficial owner" means any owner of a beneficial interest in a  
878 statutory trust. Beneficial ownership shall be determined and  
879 evidenced, whether by means of registration, the issuance of  
880 certificates or otherwise, in accordance with the applicable provisions  
881 of the governing instrument of the statutory trust.

882 (2) "Statutory trust" or "domestic statutory trust" means an  
883 unincorporated association which (A) is created by a trust instrument  
884 under which property is or will be held, managed, administered,  
885 controlled, invested, reinvested or operated, or business or  
886 professional activities are carried on or will be carried on, by a trustee  
887 or trustees for the benefit of such person or persons as are or may  
888 become entitled to a beneficial interest in the trust property, including  
889 but not limited to a trust of the type known at common law as a  
890 "business trust" or "Massachusetts trust" or "grantor trust", or a trust  
891 qualifying as a real estate investment trust under Section 856 et seq., of  
892 the United States Internal Revenue Code of 1986, or any subsequent  
893 corresponding internal revenue code of the United States, as from time  
894 to time amended, or a trust qualifying as a real estate mortgage  
895 investment conduit under Section 860D of the United States Internal

896 Revenue Code of 1986, or any subsequent corresponding internal  
897 revenue code of the United States, as from time to time amended, and  
898 (B) files a certificate of trust pursuant to section 34-503. Any such  
899 association organized before or after October 1, 1997, shall be a  
900 statutory trust and a separate legal entity.

901 (3) "Document" includes anything delivered to the office of the  
902 Secretary of the State for filing under sections 34-500 to 34-547,  
903 inclusive, as amended by this act.

904 ~~[(3)]~~ (4) "Foreign statutory trust" means any business trust,  
905 association or similar entity which is not organized under the laws of  
906 this state.

907 ~~[(4)]~~ (5) "Governing instrument" means a trust instrument which  
908 creates a statutory trust and provides for the governance of the affairs  
909 of the statutory trust and the conduct of its business. A governing  
910 instrument: (A) May provide that a person shall become a beneficial  
911 owner and shall become bound by the governing instrument if such  
912 person, or a representative authorized by such person orally, in  
913 writing or by other action such as payment for a beneficial interest,  
914 complies with the conditions for becoming a beneficial owner set forth  
915 in the governing instrument or any other writing and acquires a  
916 beneficial interest; and (B) may consist of one or more agreements,  
917 instruments or other writings and may refer to or incorporate bylaws  
918 containing provisions relating to the business of the statutory trust, the  
919 conduct of its affairs and its rights or powers or the rights or powers of  
920 its trustees, beneficial owners, agents or employees.

921 ~~[(5)]~~ (6) "Other business entity" means a corporation, a limited  
922 liability company, a general or limited partnership, a limited liability  
923 partnership, a common law trust or any other unincorporated  
924 business.

925 ~~[(6)]~~ (7) "Person" means a natural person, partnership, limited  
926 partnership, limited liability partnership, limited liability company,

927 trust, estate, association, corporation, custodian, nominee or any other  
928 individual or entity in its own or any representative capacity.

929 (8) "Sign" or "signature" includes any manual, facsimile, conformed  
930 or electronic signature.

931 [(7)] (9) "Trustee" means the person or persons appointed as a  
932 trustee in accordance with the governing instrument of a statutory  
933 trust and may include one or more of the beneficial owners of the  
934 statutory trust.

935 Sec. 18. Section 34-503 of the general statutes is repealed and the  
936 following is substituted in lieu thereof (*Effective January 1, 2012*):

937 (a) Every statutory trust shall file [the original,] a signed copy of its  
938 certificate of trust with the office of the Secretary of the State. The  
939 certificate of trust shall set forth:

940 (1) A name of the statutory trust that satisfies the requirements of  
941 section 34-506;

942 (2) The future effective date, which shall be a date certain, of  
943 effectiveness of the certificate if it is not to be effective upon the filing  
944 of the certificate;

945 (3) The principal office address of the statutory trust;

946 (4) The appointment of a statutory agent for service of process, as  
947 required by section 34-507; and

948 (5) Any other information the trustees determine to include therein.

949 (b) (1) A certificate of trust may be amended by filing a certificate of  
950 amendment thereto with the office of the Secretary of the State. The  
951 certificate of amendment shall set forth: (A) The name of the statutory  
952 trust; (B) the date of filing of the [original] initial certificate of trust; (C)  
953 the amendment to the certificate; and (D) the future effective date,  
954 which shall be a date certain, of effectiveness of the certificate if it is



955 not to be effective upon the filing of the certificate.

956 (2) A certificate of trust may be amended at any time for any  
957 purpose as the trustees may determine, provided the certificate of trust  
958 as amended contains those provisions that are required by law to be  
959 contained in a certificate of trust at the time of making the amendment.

960 (c) (1) A certificate of trust may be restated by integrating into a  
961 single instrument all of the provisions of the certificate of trust which  
962 are then in effect and operative as a result of there having been  
963 theretofore filed one or more certificates of amendment pursuant to  
964 subsection (b) of this section, and the certificate of trust may be  
965 amended or further amended by the filing of a restated certificate of  
966 trust. The restated certificate of trust shall be specifically designated as  
967 such in its heading and shall set forth: (A) The present name of the  
968 statutory trust and, if it has been changed, the name under which the  
969 statutory trust was originally formed; (B) the date of filing of the  
970 [original] initial certificate of trust; (C) the information required to be  
971 included pursuant to subsection (a) of this section; (D) the future  
972 effective date, which shall be a date certain, of effectiveness of the  
973 restated certificate of trust if it is not to be effective upon the filing of  
974 the restated certificate of trust; and (E) any other information the  
975 trustees determine to include therein.

976 (2) A certificate of trust may be restated at any time for any purpose  
977 as the trustees may determine.

978 (d) A certificate of trust shall be cancelled upon the completion of  
979 winding up of the statutory trust and its termination. A certificate of  
980 cancellation shall be filed in the office of the Secretary of the State and  
981 set forth: (1) The name of the statutory trust; (2) the date of filing of the  
982 [original] initial certificate of trust; (3) the reason for filing the  
983 certificate of cancellation; (4) the future effective date, which shall be a  
984 date certain, of cancellation if it is not to be effective upon the filing of  
985 the certificate; and (5) any other information the trustees determine to  
986 include therein.

987     (e) When any document is required or permitted to be filed or  
988     recorded as provided in sections 34-500 to 34-547, inclusive, as  
989     amended by this act, the Secretary of the State may, in the Secretary of  
990     the State's discretion, for good cause, permit a photostatic or other  
991     photographic copy of such document to be filed or recorded in lieu of  
992     the original instrument. Such filing or recording shall have the same  
993     force and effect as if the original instrument had been so filed or  
994     recorded.

995     ~~[(e)]~~ (f) Unless the office of the Secretary of the State determines that  
996     a document filed with it pursuant to this section does not conform to  
997     law, it shall, when all required filing fees have been paid, endorse on  
998     each signed [original of such] document the word "Filed" and the date  
999     and time of its acceptance for filing and retain the [original] signed  
1000     document in its files.

1001     Sec. 19. Section 34-408 of the general statutes is repealed and the  
1002     following is substituted in lieu thereof (*Effective January 1, 2012*):

1003     (a) Each registered limited liability partnership which does not have  
1004     its principal office in this state and each foreign registered limited  
1005     liability partnership shall have and maintain a statutory agent for  
1006     service in this state as provided in this section. A statutory agent for  
1007     service shall be: (1) A natural person who is a resident of this state; (2)  
1008     a domestic corporation; (3) a corporation not organized under the laws  
1009     of this state and which has procured a certificate of authority to  
1010     transact business or conduct its affairs in this state; (4) a domestic  
1011     limited liability company; (5) a limited liability company not organized  
1012     under the laws of this state and which has procured a certificate of  
1013     registration to transact business or conduct its affairs in this state; (6) a  
1014     domestic registered limited liability partnership; (7) a foreign  
1015     registered limited liability partnership which has procured a certificate  
1016     of authority to transact business or conduct its affairs in this state; (8) a  
1017     domestic statutory trust; or (9) a statutory trust not organized under  
1018     the laws of this state and which has procured a certificate of

1019 registration to transact business or conduct its affairs in this state.

1020 (b) A registered limited liability partnership which does not have its  
1021 principal office in this state or a foreign registered limited liability  
1022 partnership shall appoint a statutory agent for service by filing with  
1023 the Secretary of the State a written appointment in such form as the  
1024 Secretary of the State shall prescribe setting forth: (1) The name of the  
1025 registered limited liability partnership or the foreign registered limited  
1026 liability partnership; (2) the name of the statutory agent for service;  
1027 and (3) if the statutory agent is a natural person, the business and  
1028 residence addresses thereof; if the statutory agent is an entity  
1029 organized under the laws of this state, the address of the principal  
1030 office thereof; if the statutory agent is an entity not organized under  
1031 the laws of this state, the address of the principal office thereof in this  
1032 state, if any. In each case, the address shall include the street and  
1033 number or other particular designation. Each written appointment  
1034 shall also be signed by the statutory agent for service therein  
1035 appointed.

1036 (c) If a statutory agent for service dies, dissolves, removes from the  
1037 state or resigns, the registered limited liability partnership shall  
1038 forthwith appoint another statutory agent for service. If the statutory  
1039 agent for service changes his or its address within the state from that  
1040 appearing upon the record in the office of the Secretary of the State, the  
1041 registered limited liability partnership shall forthwith file with the  
1042 Secretary of the State notice of the new address. A statutory agent for  
1043 service may resign by filing with the Secretary of the State a signed  
1044 statement in duplicate to that effect. The Secretary of the State shall  
1045 forthwith file one copy and mail the other copy of such statement to  
1046 the registered limited liability partnership at its principal office. Upon  
1047 the expiration of thirty days after such filing, the resignation shall be  
1048 effective and the authority of such statutory agent for service shall  
1049 terminate. A registered limited liability partnership may revoke the  
1050 appointment of a statutory agent for service by making a new  
1051 appointment as provided in this section and any new appointment so

1052 made shall revoke all appointments theretofore made.

1053       Sec. 20. Section 34-429 of the general statutes is repealed and the  
1054 following is substituted in lieu thereof (*Effective January 1, 2012*):

1055       Before transacting business in this state, a foreign registered limited  
1056 liability partnership shall file a certificate of authority with the  
1057 Secretary of the State executed by a person with authority to do so  
1058 under the laws of the state or other jurisdiction where it is registered as  
1059 a registered limited liability partnership. The certificate of authority  
1060 shall set forth: (1) The name of the partnership and, if different, the  
1061 name under which it proposes to transact business in this state, either  
1062 of which shall conform to the requirements of section 34-406; (2) the  
1063 state or other jurisdiction where it is registered as a registered limited  
1064 liability partnership and the date of its registration; (3) the name and  
1065 address of the agent in this state for service of process required to be  
1066 maintained by section 34-408, as amended by this act, and an  
1067 acceptance of such appointment signed by the agent appointed; (4) the  
1068 address of the office required to be maintained in the state or other  
1069 jurisdiction of its organization by the laws of that state or jurisdiction  
1070 or, if not so required, of the principal office of the partnership; (5) a  
1071 representation that the partnership is a "foreign registered limited  
1072 liability partnership" as defined in [subdivision (4) of] section 34-301,  
1073 as amended by this act; (6) a brief statement of the business in which  
1074 the partnership engages; and (7) any other matters the partnership  
1075 may determine to include.

1076       Sec. 21. Section 34-531 of the general statutes is repealed and the  
1077 following is substituted in lieu thereof (*Effective January 1, 2012*):

1078       Before transacting business in this state, a foreign statutory trust  
1079 shall register with the Secretary of the State. In order to register, a  
1080 foreign statutory trust shall submit to the Secretary of the State [an  
1081 original] a signed copy of an application for registration as a foreign  
1082 statutory trust executed by a person with authority to do so under the  
1083 laws of the state or other jurisdiction of its formation. The application

1084 shall set forth: (1) The name of the foreign statutory trust and, if  
 1085 different, the name under which it proposes to transact business in this  
 1086 state; (2) the state or other jurisdiction where formed, and date of its  
 1087 organization; (3) the name and address of the agent in this state for  
 1088 service of process on the foreign statutory trust required to be  
 1089 maintained by section 34-532 and an acceptance of such appointment  
 1090 signed by the agent appointed if other than the Secretary of the State;  
 1091 (4) the address of the office required to be maintained in the state or  
 1092 other jurisdiction of its organization by the laws of that state or  
 1093 jurisdiction or, if not so required, of the principal office of the foreign  
 1094 statutory trust; (5) a representation that the foreign statutory trust is a  
 1095 "foreign statutory trust" as defined in [subdivision (3) of] section 34-  
 1096 501, as amended by this act; and (6) the character of the business which  
 1097 the statutory trust intends to transact in this state.

This act shall take effect as follows and shall amend the following sections:		
Section 1	<i>January 1, 2012</i>	33-608
Sec. 2	<i>January 1, 2012</i>	33-953
Sec. 3	<i>January 1, 2012</i>	33-1004
Sec. 4	<i>January 1, 2012</i>	33-1243
Sec. 5	<i>January 1, 2012</i>	34-9
Sec. 6	<i>January 1, 2012</i>	34-10b
Sec. 7	<i>January 1, 2012</i>	34-13e
Sec. 8	<i>January 1, 2012</i>	34-38s
Sec. 9	<i>January 1, 2012</i>	34-101
Sec. 10	<i>January 1, 2012</i>	34-106
Sec. 11	<i>January 1, 2012</i>	34-110
Sec. 12	<i>January 1, 2012</i>	34-229
Sec. 13	<i>January 1, 2012</i>	34-301
Sec. 14	<i>January 1, 2012</i>	34-411
Sec. 15	<i>January 1, 2012</i>	34-420
Sec. 16	<i>January 1, 2012</i>	34-431
Sec. 17	<i>January 1, 2012</i>	34-501
Sec. 18	<i>January 1, 2012</i>	34-503
Sec. 19	<i>January 1, 2012</i>	34-408
Sec. 20	<i>January 1, 2012</i>	34-429

Sec. 21	January 1, 2012	34-531
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***Statement of Purpose:***

To make revisions concerning the timing and manner of the filing of annual reports and other documents with the Secretary of the State by domestic and foreign corporations, limited partnerships, limited liability companies, limited liability partnerships and statutory trusts.

*[Proposed deletions are enclosed in brackets. Proposed additions are indicated by underline, except that when the entire text of a bill or resolution or a section of a bill or resolution is new, it is not underlined.]*